DEC 2 6 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

14020 C	
OMB APPROVAL	,
OMB Number:	
Expires:	
Estimated average burden	
hours per response	
SEC USE ONLY	
Prefix	Seria
DATE RECEIVE)

Name of Offering (Deficek if this is an amendment and name has changed, and indi-	cate change.)	
Offering of Limited Partnership Interests in Phoenix Asia Real Estate Investmen	ts III, L.P.	
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506	Section 4(6)	ULOE
Type of Filing: New Filing		
A BASIC DENTIFICATION DATE	[A - YYYYYA	The state of the s
1. Enter the information requested about the issuer		
Name of Issuer (check if this is an amendment and name has changed, and indica	te change.)	
Phoenix Asia Real Estate Investments III, L.P.		
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Numbe	er (Including Area Code)
c/o M&C Corporate Services Limited	1-345-949-8066	
P.O. Box 309GT PROCESSED		4 ESPAIN BENJA IODIN BENJA IDIN 16884 DILIN 1688 DILIN 1688
Ugland House, South Church Street		.
Grand Cayman V JAN 0 7 2008) 188 4 - Gardin 1884 - Gardin 18 84 - Gardin 1884 - Gar
Cayman Islands FILO COM COM COM COM COM COM COM COM COM CO	m 1 1 37 1	— 07087518
Address of Principal Business Operations (Number and Republic National Code)		er (
(if different from Executive Offices) Same as above. FINANCIAL	Same as above	
Brief Description of Business		
Private limited partnership investing primarily in real estate with some direct inv	estments in real e	estate.
Type of Business Organization		
☐ corporation ☐ limited partnership, already formed		••
	other (please speci	ıfy):
Month	Year	
Actual or Estimated Date of Incorporation or Organization:	07	Actual Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service ab	breviation for State	<u>:</u>
CN for Canada; FN for other foreign ju	risdiction) F N	U
GENERAL INSTRUCTIONS		
Federal:		
Who Must File: All issuers making an offering of securities in reliance on an exemption of securities are securities.	inder Regulation D	or Section 4(6), 17 CFR 230.501
et seq. or 15 U.S.C. 77d(6).		

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, fai	illure to lile the appropriate federal notice
will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a fed	derał notice.

	<i>-</i>
A. BASIC IDENTIFICATION	DATA CONTROL OF MELTING CONTROL OF THE TOP

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Phoenix Asia II Limited	if individual)				
Business or Residence Addr	ess (Number a	nd Street City State Z	in Code)		
	•		•	168-200 Conn	aught Road Central, Hong
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Benjamin K. Y. Lee	if individual)				
Business or Residence Addr	ess (Number a	nd Street, City, State, Z	ip Code)		
	•		•	168-200 Conr	aught Road Central, Hong
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Samuel W. T. Chu	if individual)				
Business or Residence Addreso Phoenix Advisors (H.I. Kong	•		• •	168-200 Con	naught Road Central, Hong
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addr	ess (Number a	and Street, City, State, Z	ip Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Adda	ess (Number a	and Street, City, State, 2	ip Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer ¹	Director	General and/or Managing Partne
Full Name (Last name first,	if individual)				
Business or Residence Add	ress (Number a	and Street, City, State, Z	ip Code)		

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If more the information for that browner (Last name first, if it is seen to be se	What is the minimum minimum initial investment is \$8,0 amounts.) Does the offering permit joint owners in the information requested for earning an associated person or agent of a boroker or dealer. If more than five (5) the information for that broker or deal vame (Last name first, if individual) Dess or Residence Address (Number and Prince Street, Suite 1175, San Francis to of Associated Broker or Dealer dio Partners LLC Is in Which Person Listed Has Solicited to the information of the individual States or check individual States or Residence Address (Number and Pince Street, States or check individual) Dess or Residence Address (Number and Pince Street) Dess or Residence Address (Number and Pince Stree	Answer is the minimum investment is \$8,000,000, programounts.) Does the offering permit joint ownership of a singular remuneration for solicitation of purchasers is an associated person or agent of a broker or dealer. If more than five (5) persons to the information for that broker or dealer only. Name (Last name first, if individual) Dess or Residence Address (Number and Street, Orine Street, Suite 1175, San Francisco, CA 941 Dess of Associated Broker or Dealer dio Partners LLC Sin Which Person Listed Has Solicited or Intendick "All States" or check individual States) AL AK AZ AR CA JAL NO BRI SC SD TN TX Name (Last name first, if individual) Dess or Residence Address (Number and Street, Orine St	As the issuer sold, or does the issuer intend to sell, to non Answer also in Ap What is the minimum investment to eminimum initial investment is \$8,000,000, provided the amounts.) Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has be imilar remuneration for solicitation of purchasers in come san associated person or agent of a broker or dealer registroker or dealer. If more than five (5) persons to be listed the information for that broker or dealer only. Name (Last name first, if individual) Dess or Residence Address (Number and Street, City, State Pine Street, Suite 1175, San Francisco, CA 94104 Dess or Residence Address (Number and Street, City, State Pine Street, Suite 1175, San Francisco, CA 94104 Dess or Residence LC Design Which Person Listed Has Solicited or Intends to Solicite with States or check individual States) Description of the Solicited or Intends to Solicite States or Check individual States or Residence Address (Number and Street, City, State of Associated Broker or Dealer Dess or Residence Address (Number and Street, City, State of Associated Broker or Dealer Dess or Residence Address (Number and Street, City, State of Associated Broker or Dealer Dess or Residence Address (Number and Street, City, State States or Check individual States) Dess or Residence Address (Number and Street, City, State States or Residence Address (Number and Street, City, States or Residence Address (Number and S	Answer also in Appendix, C What is the minimum investment that w minimum initial investment is \$8,000,000, provided that the Gen amounts.) Does the offering permit joint ownership of a single unit?	Answer also in Appendix, Column 2, in Answer also in A	Answer also in Appendix, Column 2, if filing und What is the minimum investment that will be accept with its the minimum investment that will be accept minimum initial investment is \$8,000,000, provided that the General Partner, in its distance and the offering permit joint ownership of a single unit? Some the offering permit joint ownership of a single unit? Some the offering permit joint ownership of a single unit? Some the information requested for each person who has been or will be paid or given, distinguished the information for solicitation of purchasers in connection with sales of securities is an associated person or agent of a broker or dealer registered with the SEC and/or with roker or dealer. If more than five (5) persons to be listed are associated persons of such the information for that broker or dealer only. Name (Last name first, if individual) The second and the second and street, City, State, Zip Code) The Street, Suite 1175, San Francisco, CA 94104 The of Associated Broker or Dealer and Street, City, State, Zip Code) The sin Which Person Listed Has Solicited or Intends to Solicit Purchasers with the SEC and/or with the	Answer also in Appendix, Column 2, if filing under ULOE What is the minimum investment that will be accepted for minimum initial investment is \$8,000,000, provided that the General Partner, in its discretion, armounts.) Does the offering permit joint ownership of a single unit? The information requested for each person who has been or will be paid or given, directly or in imiliar remuneration for solicitation of purchasers in connection with sales of securities in the office as a associated person or agent of a broker or dealer registered with the SEC and/or with a state or order or dealer. If more than five (5) persons to be listed are associated persons of such a broker he information for that broker or dealer only. Name (Last name first, if individual) The Street, Suite 1175, San Francisco, CA 94104 The of Associated Broker or Dealer dio Partners LLC Sin Which Person Listed Has Solicited or Intends to Solicit Purchasers Six "All States" or check individual States) JAL AK AZ AR CA CO CT DE DC FL JIL IN AR AKS KY LA ME MD MA MI JIMT NE NV NH NH NJ NM NY NC ND OH JIMT SC SD TN TX UT VT VA WA WV Name (Last name first, if individual) The of Associated Broker or Dealer Sin Which Person Listed Has Solicited or Intends to Solicit Purchasers Six "All States" or check individual) The NR NR NH NH NJ NM NN NN NR NR NR WW Name (Last name first, if individual) The NR	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from a minimum investment is \$8,000,000, provided that the General Partner, in its discretion, may accept amounts.) Does the offering permit joint ownership of a single unit?	What is the minimum investment that will be accepted from any ind S8. In minimum initial investment is \$8,000,000, provided that the General Partner, in its discretion, may accept subscript amounts.) Very concept the offering permit joint ownership of a single unit? Inter the information requested for each person who has been or will be paid or given, directly or indirectly, any comminial remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to its an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name roker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may be information for that broker or dealer only. Name (Last name first, if individual) Interpretation of the state of the state of the second of

Time of Converte		ggregate ering Price		mount ady Sol
Type of Security Debt	\$	0	\$	auy 3010 0
Equity	\$	0	\$	0
Common Preferred				
Convertible Securities (including warrants)	\$	0	\$	0
Partnership Interests	\$	0	\$	<u>_</u>
Other (Specify)	\$	0	\$	0
Total		5,000,000	\$	<u>-</u>
1 0141		ngoing-	<u> </u>	
Answer also in Appendix, Column 3, if filing under ULOE.		timate		
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
		umber of nvestors	Dolla	gregate r Amoui urchase
Accredited Investors	\$	10	<u>\$</u>	
Non-accredited Investors	\$	^	\$	0
Non-accredited investors	3	0		
Total (for filings under Rule 504 only)	\$	N/A	\$	N/A
				N/A
Total (for filings under Rule 504 only)	\$	N/A	\$	
Total (for filings under Rule 504 only)	\$	N/A Type of	\$	Dollar
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	\$	N/A	\$	
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505	\$	N/A Type of Security	\$ Amo	Dollar ount Solo
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	\$	N/A Type of Security N/A	\$ Amo	Dollar Dunt Solo 0

4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.) e			
	Transfer Agent's Fees			□ \$	0
	Printing and Engraving Costs			$\overline{\sqcap}$ \$	8,400
	Legal Fees			□ <u>\$</u>	150,000
	Accounting Fees			<u></u> \$	33,000
	Engineering Fees			□ s	0
	Sales Commissions (specify finders' fees separately)			<u></u>	266,000
	Other Expenses (identify)			_ - 5	120,000
	Total			□ <u>\$</u>	577,400
	b. Enter the difference between the aggregate offering price given in response to Part C —Question 1 and total expenses furnished in response to Part C —Question 4.a. This difference is the "adjusted gross proceeds to the issuer."	•••••			94,422,600 g – no maximum
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or propose to be used for each of the purposes shown. If the amount for any purpose is not known furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth it response to Part C - Question 4.b above.	ı, e			
			Payment	s to	
			Officer		
			Directors		\$ Payments to
			Affiliat	es	Others
	Salaries and fees		_		□ <u>\$</u>
	Purchase of real estate				□ <u>\$</u>
	Purchase, rental or leasing and installation of machinery and equipment				<u>\$</u>
	Construction or leasing of plant buildings and facilities		\$		<u> </u>
	Acquisition of other businesses (including the value of securities				
	involved in this offering that may be used in exchange for the assets or securities of another	_	\$		П\$
		님			<u> </u>
	Repayment of indebtedness		•		<u> </u>
	Working capital Other (specify):		Ψ		\$
	Other (specify).	LJ			
	Column Totals		\$		<u>\$</u>
	Total Payments Listed (column totals added)			□ <u>\$</u>	*
* Ongo	ing-no maximum.				

4.

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)

Phoenix Asia Real Estate Investments III, L.P.

Name (Print or Type)

By: Phoenix Asia II Limited

By: Benjamin Lee

Signature

Date

Date

Date

Date

Date

Date

Date

Director

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	y party described in 17 CFR 230.262 presently subject to any of the nalification provisions of such rule?	Yes	No ⊠
	See Appendix, Column 5, for state response.		
	undersigned issuer hereby undertakes to furnish to any state administrator of any state in which D (17 CFR 239.500) at such times as required by state law.	h this notice is t	iled, a notice on
	undersigned issuer hereby undertakes to furnish to the state administrators, upon written requeer to offerees.	est, information	furnished by the
Lim	undersigned issuer represents that the issuer is familiar with the conditions that must be satisfited Offering Exemption (ULOE) of the state in which this notice is filed and understan lability of this exemption has the burden of establishing that these conditions have been satisfied.	ds that the issu	
The issue	t has read this notification and knows the contents to be true and has duly caused this notice is	to be signed on	its behalf by the

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

undersigned duty authorized person.	
Issuer (Print or Type)	Signature Date
Phoenix Asia Real Estate Investments III, L.P.	Dec. 15, 2007
Name (Print or Type)	Title (Print or Type)
By: Phoenix Asia II Limited By: Benjamin Lee	Director

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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		to non-a Investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (part C-Item 1)		Type of inv amount purcha (Part C-I	ased in State		Disqualifica State U (if yes, explanation gran (Part E-	JLOE attach of waiver ted)
	State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
	AL			interests	Investors	Amount	IIIVESTOIS	Amount		
	AK							†		
	AZ									
	AR									
	CA					-				
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	CT									
	DE									
	DC									
	FL									
	GA		×		1	\$1,000,000	-			
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	IL									
	IN									
	IA									
	KS									
	KY									
	LA									
	ME									
	MD									
	МА									
	MI		⊠		1	\$15,000,000		<u> </u>		⋈
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1	2	2	3		5				
		ccredited s in State	Type of security and aggregate offering price offered in state (part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				ation under JLOE attach of waiver ted) Item 1)
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
NV		⊠		2	\$8,000,000				Ճ
NH									
NJ									
NM									
NY		⊠		2	\$35,000,000				⊠
NC									
ND									
ОН									
ок									
OR									
PA		⊠		1	\$15,000,000				Ø
RI									
sc									
SD									
TN									
TX		⊠		1	\$10,000,000				×
UT									
VT									
VA									
WA		☒		1	\$8,000,000				Ø
wv									
WI									
WY							<u> </u>		
PR									
FN			1						

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